



Federal Communications Commission
Washington, DC 20554

International Bureau

November 18, 2009

Henry Goldberg, Esq.
Goldberg, Godles, Weiner & Wright
1229 Nineteenth Street, NW
Washington, DC 20036

RE: IB Docket No. 08-184, FCC File Nos.: ITC-T/C-20080822-00397, SAT-T/C-20080822-00157, SES-T/C20080822-01089, SES-T/C-20080822-01088, 0003540644, 0021-EX-TU-2008

Dear Mr. Goldberg:

Harbinger Capital Partners and SkyTerra Communications, Inc. (the "Applicants") have filed a series of applications¹ pursuant to sections 214 and 310(d) of the Communications Act of 1934, as amended.² In these applications, the Applicants seek Commission approval to transfer control of licenses and authorizations held by SkyTerra Subsidiary, LLC. In order for the Commission to complete its review of the applications and make the necessary public interest findings under section 310(d) of the Communications Act, we require information, as requested in the Attachment, from the Applicants.

Accordingly, pursuant to section 308(b) of the Act, we request that you provide written responses and supporting documentation for each request set forth in the Attachment.³ Each response or document should clearly indicate the specific question or request to which it responds, and each page should be marked with a corporate identification and consecutive document control numbers. For the purposes of your responses, the terms "you," "your company," mean Harbinger Capital Partners, its domestic and foreign parents, predecessors, successors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. In addition, in the text of the questions are references to other companies, and for the purposes of your responses, the term that defines each of those companies means its domestic and foreign parents, predecessors, successors, divisions, subsidiaries, affiliates, partnerships and joint ventures, and all directors, officers, employees, agents, and representatives of the foregoing. The terms "subsidiary," "affiliate," and "joint venture" refer to any person in which the company holds at least a 25 percent interest, regardless of how the company's interest is measured (*e.g.*, number of shares, degree of control, board seats

¹ See SkyTerra Communications, Inc., Transferor, Harbinger Capital Partners Funds, Transferee, Applications for Authority to Transfer Control of SkyTerra Subsidiary LLC, Narrative, IB Docket No. 08-184 (filed Mar. 27, 2009), *as amended by* Letter from Joseph A. Godles, Counsel for Harbinger Capital Partners Funds, to Marlene H. Dortch, Secretary, Federal Communications Commission (dated March 31, 2009).

² 47 U.S.C. §§ 214, 310(d).

³ 47 U.S.C. § 308(b).


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or votes). We would appreciate receiving your response to each inquiry no later than December 2, 2009.

Your responses should be filed with Marlene H. Dortch, Secretary, Federal Communications Commission, under IB Docket No. 08-184. The International Bureau also should receive, at a minimum, two copies of all paper filings. If you submit the information confidentially, you should deliver to Jennifer Balatan of the Policy Division, International Bureau, and Marilyn Simon of the Satellite Division, International Bureau, one copy each of the unredacted documents marked "Confidential Information - Subject to Protective Order in IB Docket No. 08-184 before the Federal Communications Commission" and two copies of the redacted documents marked "Redacted - For Public Inspection." For any electronic filings made using the Commission's Electronic Comment Filing System ("ECFS"), parties also should serve the documents via e-mail to Jennifer Balatan at Jennifer.Balatan@fcc.gov and Marilyn Simon at Marilyn.Simon@fcc.gov.

If you have any questions regarding this matter, please contact Jennifer Balatan, Policy Division, International Bureau, at 202-418-1517 or Marilyn Simon, Satellite Division, International Bureau, at 202-418-2044.

Sincerely,

A handwritten signature in black ink, appearing to read "Roderick Porter", written in a cursive style.

Roderick Porter
Deputy Bureau Chief
International Bureau

Attachment

Information and Document Request for Harbinger Capital Partner Funds (“Harbinger”)

Harbinger’s Financial Interests in Mobile Satellite Operators and Other Telecommunications Services Providers.

To the extent that the following information has not been filed with your FCC application, or to the extent that the information on file has changed, please provide the following information:

1. Fully describe your role, if any, in the selection of the management or board members of SkyTerra Communications, Inc. (“SkyTerra”).
2. Fully describe the nature and extent of your financial interests in SkyTerra, including shareholdings and other instruments that are convertible into shares, and debt.
3. Fully describe your role, if any, in the selection of management or board members of TerreStar Corp. (“TerreStar”).
4. Fully describe the nature and extent of your financial interests in TerreStar, including shareholdings and other instruments that are convertible into shares, and debt.
5. Fully describe your role, if any, in the selection of the management or board members of Inmarsat plc (“Inmarsat”).
6. Fully describe the nature and extent of your financial interests in Inmarsat, including shareholdings and other instruments that are convertible into shares, and debt.
7. Fully describe your role, if any, in the selection of the management or board members of ICO Global Communications (Holdings) Limited (“ICO”).
8. Fully describe the nature and extent of your financial interests in ICO, including shareholdings and other instruments that are convertible into shares, and debt.
9. Fully describe your role, if any, in the selection of management or board members of any other telecommunications services provider.
10. Fully describe the nature and extent of your financial interests in any other telecommunications services provider, including shareholdings and other instruments that are convertible into shares, and debt.

Mobile Satellite Services

1. Submit documents sufficient to describe your company’s historic and future plans for investment in the mobile satellite service industry.
2. Submit any studies on which you relied in formulating your investment strategy in the mobile satellite services industry.

Ancillary Terrestrial Component (ATC)

1. Fully describe any principal plan that you may have for utilizing the ancillary terrestrial component (ATC). The description should include, but not be limited to, the planned geographic coverage (specifying, by census area and population, ATC vs. satellite only); the spectrum blocks used and from whom and under what terms the spectrum blocks are obtained; the timing of terrestrial network build-out (including expected census areas and population covered at different times); date of commercial availability by census area; potential customer segments and pricing plans, and projected levels of customer utilization of the terrestrial and satellite components of the plans; and a detailed

description of the services that will be offered. Submit all documents relating to your principal plan, including cost studies, marketing studies and studies of projected utilization.

2. Fully describe any plans other than identified in your response to (1), above, that you have for utilizing the ancillary terrestrial component (ATC). The description should include, but not be limited to the planned geographic coverage (specifying, by census area and population, ATC vs. satellite only); the spectrum blocks used and from whom and under what terms the spectrum blocks are obtained, the timing of terrestrial network build-out (including expected census areas and population covered at different times); date of commercial availability by census area; potential customer segments and pricing plans, and projected levels of customer utilization of the terrestrial and satellite components of the plans; and a detailed description of the services that will be offered. Submit all documents relating to these plans, including cost studies, marketing studies and studies of projected utilization.
3. Fully describe all contingencies that you considered in any plan identified in your response to (1) or (2), above, if that plan does not work out. Also describe under what circumstances you would not build the terrestrial infrastructure yourself and instead rely on the infrastructure of an incumbent terrestrial CMRS provider or infrastructure of a new entrant other than yourself.
4. For each of the services that you plan to offer in connection with MSS/ATC, identify entities that are, or you believe are, planning to provide terrestrial and/or satellite services that might compete with your planned services.
5. For each of the terrestrial services to be offered in connection with ATC, identify in detail each geographic area:
 - a. where your company plans to offer service and where at least one terrestrial CMRS carrier already exists; and for each such area, identify each terrestrial CMRS carrier.
 - b. where your company plans to offer service and where there is currently no terrestrial CMRS carrier.
6. *ATC Contracts.* List and fully describe each contract that has been entered into in order to develop handset chipsets, handsets, or to develop or to launch satellites, for use in connection with ATC. In particular, describe the expected delivery dates for trial and mass market models of the handset chipsets and handsets and the expected performance of the equipment (*e.g.*, with respect to line of sight, handover between ATC and satellite services).
7. *ATC Contracts.* List and fully describe each contract with a current or anticipated future FCC licensee involving sale or use of your company's ATC-eligible spectrum.
8. *ATC Discussions.* List and fully describe any discussions that any Harbinger director, officer, shareholder, member, or employee supervised by any such director, officer, shareholder, or member has had with another company's director, officer, shareholder, member, or employee supervised by any such director, officer, shareholder, or member relating to satellite production, satellite launches, handset chipset development, handset development, or terrestrial network infrastructure to be used in connection with ATC.
9. *ATC Discussions.* List and fully describe any discussions that any Harbinger director, officer, shareholder, member, or employee supervised by any such director, officer, shareholder, or member has had with another company's director, officer, shareholder,

member, or employee supervised by any such director, officer, shareholder, or member relating to partnerships, joint ventures or cooperative ventures that involve or potentially involve ATC or services to be used in connection with ATC.

10. *ATC Plans.* Identify and fully describe any plans for developing handset chipsets, handsets, or developing or launching satellites, for use in connection with ATC.
11. *ATC Plans.* Identify and fully describe any plans relating to partnerships, joint ventures or cooperative ventures that involve or potentially involve ATC or services to be used in connection with ATC.
12. Fully describe how you selected any companies identified as potential consultants or partners in your response to (1) or (2), above, including, but not limited to, the qualifications of that company. Describe the structure of the management arrangement between your company and the companies identified as potential consultants or partners in your response to (1) or (2), above.

Additional Documents:

Please provide copies of the following documents: [REDACTED]